

UNITED STATES DISTRICT COURT  
FOR THE  
DISTRICT OF MASSACHUSETTS

FILED  
IN CLERK'S OFFICE  
2002 APR -5 P 2:55  
U.S. DISTRICT COURT  
DISTRICT OF MASS.

THE GIVING BACK FUND, INC.  
Plaintiff

v.

MARK STEVERSON, RUDOLPH & BEER,  
LLP., LAURENCE H. RUDOLPH and  
CORINA BIGGAR  
Defendants

CIVIL ACTION NO. 02-CV-104446 RWZ

DECLARATION OF LAURENCE H. RUDOLPH

1. I am a named as a defendant in this action. I am a practicing attorney and member of the Bar of the State of New York. I am also a member of the law firm, Rudolph & Beer, LLP (the "Firm"), which has its principal place of business at 432 Park Avenue South, New York, New York and is another named defendant in this action. I make this Declaration in support of the motion on my behalf and on behalf of the Firm to dismiss the action for lack of personal jurisdiction.

2. I am a resident of the State of New York.

3. Except as noted in paragraph 4, neither I, nor the Firm, engage in business in Massachusetts. The Firm does not maintain any office, employees, telephone listings, bank accounts, agents, assets, or personal or real property in Massachusetts. The Firm does not advertise or solicit business in Massachusetts. Neither I, nor the Firm, derive income from

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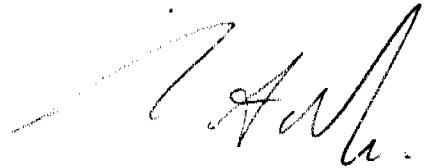
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Massachusetts or pay taxes in the Commonwealth. Neither I, nor the Firm, have any significant or regular contacts with Massachusetts. Neither I, nor the Firm directed or derived any income from Mark Steverson's alleged role as a member of the Board of Director of the Plaintiff.

4. I personally have no clients located in Massachusetts. I am advised that the only contacts the Firm has with Massachusetts are two clients who are located in the state. The Firm performs sporadic and minimal work for these clients. All work for said clients is performed at our offices in New York City. From January 1, 2001 through the date hereof, the total revenues derived from these clients is \$5,500, a minute fraction of our total revenues. I personally never represented or performed any work for any these clients.

WHEREFORE, it is respectfully requested that the Court enter an order dismissing Plaintiff's Complaint against the Firm and me for lack of jurisdiction.

I hereby set forth that the foregoing is true under penalties of forgery.

  
\_\_\_\_\_  
Laurence H. Rudolph